

SEP 23 '10 -12 50 PM

Kent Zigterman

Sr. Attorney
B & Legal

SURFACE TRANSPORTATION BOARD

1100 America In
4101 Virginia Road
Mail Code 4 West
Washington, D.C. 20555
Direct: (202) 821-2342
Fax: (202) 821-1500
Kent.Zigterman@stb.dhs.gov

VIA FEDERAL EXPRESS

September 20, 2010

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20024

Re **Document for Recordation – Partial Lease Termination dated as of August 20, 2010**

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one original and two copies of a Partial Lease Termination, dated as of August 20, 2010, ("Partial Lease Termination"), a secondary document as defined in the Board's Rules for the Recordation of Documents

The primary document, to which the enclosed Partial Lease Termination relates is the Lease of Railroad Equipment, dated as of August 1, 1989, and associated documents previously filed with the Board under Recordation Number 16514

The names and address of the parties to the enclosed Partial Lease Termination are.

Lessor: U.S. Bank, National Association.
(successor to The Connecticut National Bank)
425 Walnut Street
Cincinnati, Ohio 45202

Lessee: BP Amoco Chemical Company
(formerly named Amoco Chemical Company)
501 Westlake Park Boulevard
Houston, Texas 77079

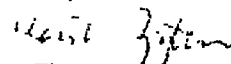
A short summary of the document to appear in the index is: Partial Lease Termination.

A description of the railroad equipment covered by the Partial Lease Termination is: All rail cars listed in the documents identified on Exhibit A attached to the Partial Lease Termination

A billing account has been opened by BP Amoco Chemical Company to cover the required recordation fee of \$41.00. Attached is a copy of the Billing Account Application for your records

Kindly return the original and one stamped copy of the Partial Lease Termination to me at the above address.

Sincerely,


Kent Zigterman

SEP 23 '10 -12 50 PM

SURFACE TRANSPORTATION BOARD

Execution Version

PARTIAL LEASE TERMINATION

Dated as of August [18], 2010

between

**BP AMOCO CHEMICAL COMPANY (formerly, Amoco Chemical Company),
as Lessee**

and

**U.S. BANK, NATIONAL ASSOCIATION
(successor to The Connecticut National Bank),
not in its individual capacity but solely as Trustee,
as Lessor**

[THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA, AND UPON SUCH FILING, EACH OF THE DOCUMENTS DESCRIBED ON **EXHIBIT B** ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE, WITH RESPECT TO THE EQUIPMENT, AND ONLY THE EQUIPMENT, DESCRIBED ON **EXHIBIT A** ATTACHED HERETO.]

THIS PARTIAL LEASE TERMINATION (this "Agreement"), dated as of August [30], 2010 between BP AMOCO CHEMICAL COMPANY (formerly Amoco Chemical Company), a Delaware corporation (the "Lessee"), and U.S. BANK, NATIONAL ASSOCIATION (successor to The Connecticut National Bank), a national banking association, not in its individual capacity except as otherwise expressly provided, but solely as the Trustee (the "Trustee" or "Lessor") under the Trust Agreement.

WITNESSETH

WHEREAS, the Lessee and the Trustee have heretofore entered into a Lease of Railroad Equipment dated as of August 1, 1989 (as supplemented and amended from time-to-time, the "Lease"; capitalized terms used herein without definition shall have the respective meanings set forth in the Lease);

WHEREAS, Sections 14.01 and 14.02 of the Lease govern the return of Units upon expiration of the term of the Lease as to such Units; and

NOW THEREFORE, in consideration of the premises and for good and sufficient consideration, the parties hereto hereby agree as follows:

1. The Lessor and the Lessee hereby acknowledge that effective as of the date hereof, the Lease is hereby terminated with respect to the Units listed in Exhibit A attached hereto (the "Terminated Units"). The Lessor hereby waives the requirements of Section 14.02 of the Lease with respect to the Terminated Units. Rental payments for each of the Terminated Units ceased to accrue as of March 27, 2010. Except for per diem rental amounts under the fourth sentence of Section 14.01 of the Lease (which per diem rental amounts began to accrue as of March 27, 2010 and shall cease to accrue for each Unit as of the Redelivery Date for such Unit listed in Exhibit A attached hereto), Lessor acknowledges that there remain no further obligations on the part of Lessee under the Lease with respect to the Terminated Units, other than those obligations which are expressly stated to survive termination of the Lease.

2. The Lessee shall make all filings with the Surface Transportation Board and the Registrar General of Canada reflecting termination of the Lease with respect to the Terminated Units.

3. Nothing contained herein shall affect those provisions of the Lease or any related documents which are expressly stated to survive the termination provided for herein.

4. This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.

5. This Agreement shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

BP AMOCO CHEMICAL COMPANY
(formerly, Amoco Chemical Company),
as Lessee

By: [Signature] [Signature] [Signature] [Signature]
Name: [Signature] [Signature] [Signature] [Signature]
Title: [Signature] [Signature] [Signature] [Signature]

U.S. BANK NATIONAL ASSOCIATION
(successor to The Connecticut National Bank),
not in its individual capacity but solely as Trustee,
as Lessor

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

BP AMOCO CHEMICAL COMPANY
(formerly, Amoco Chemical Company),
as Lessee

By: _____
Name:
Title:

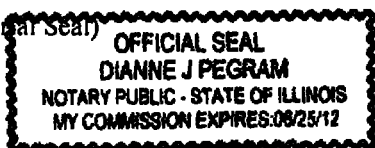
U.S. BANK NATIONAL ASSOCIATION
(successor to The Connecticut National Bank),
not in its individual capacity but solely as Trustee,
as Lessor

By: Maryanne Y. Dufresne
Name: Maryanne Y. Dufresne
Title: Vice President

State of Illinois)
County of DeWitt) ss

On this 19th day of August, 2010, before me, a notary public, personally appeared Jeffrey A. Joshua, to me personally known, who being by me duly sworn says that he is the Vice President of BP AMOCO CHEMICAL COMPANY (formerly, Amoco Chemical Company) and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



Dianne J. Pegram
Notary Public

My Commission Expires: 06/25/12

State of _____)
County of _____) ss

On this ____ day of _____, 2010, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that (s)he is the _____ of U.S. BANK, NATIONAL ASSOCIATION (successor to The Connecticut National Bank) and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires:

State of)
) ss
County of)

On this ____ day of _____, 2010, before me, a notary public, personally appeared _____ to me personally known, who being by me duly sworn says that he is the _____ of BP AMOCO CHEMICAL COMPANY (formerly, Amoco Chemical Company) and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires:

State of Connecticut)
) ss
County of Hartford)

On this 20th day of August, 2010, before me, a notary public, personally appeared Maryanne Y. Dufresne, to me personally known, who being by me duly sworn says that (s)he is the Vice President of U.S. BANK, NATIONAL ASSOCIATION (successor to The Connecticut National Bank) and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Susan P. McNally

Notary Public

My Commission Expires:

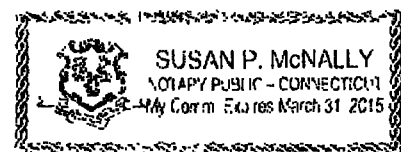


Exhibit A

EQUIPMENT TO BE RELEASED

Description:

Total Quantity of Units to be Released: 190

<u>Count</u>	<u>Marking</u>	<u>Number</u>	<u>Redelivery Date</u>				
1	AMCX	104049	3/27/2010	42	AMCX	104164	3/27/2010
2	AMCX	104059	3/27/2010	43	AMCX	107871	3/27/2010
3	AMCX	104138	3/27/2010	44	AMCX	107873	3/27/2010
4	AMCX	104151	3/27/2010	45	AMCX	107874	3/27/2010
5	AMCX	104158	3/27/2010	46	AMCX	107882	3/27/2010
6	AMCX	104175	3/27/2010	47	AMCX	107884	3/27/2010
7	AMCX	104179	3/27/2010	48	AMCX	107885	3/27/2010
8	AMCX	104182	3/27/2010	49	AMCX	107888	3/27/2010
9	AMCX	107869	3/27/2010	50	AMCX	107891	3/27/2010
10	AMCX	107879	3/27/2010	51	AMCX	107897	3/27/2010
11	AMCX	107907	3/27/2010	52	AMCX	107920	3/27/2010
12	AMCX	104000	3/27/2010	53	AMCX	104009	3/27/2010
13	AMCX	104001	3/27/2010	54	AMCX	104014	3/27/2010
14	AMCX	104003	3/27/2010	55	AMCX	104016	3/27/2010
15	AMCX	104006	3/27/2010	56	AMCX	104027	3/27/2010
16	AMCX	104007	3/27/2010	57	AMCX	104033	3/27/2010
17	AMCX	104008	3/27/2010	58	AMCX	104135	3/27/2010
18	AMCX	104015	3/27/2010	59	AMCX	104160	3/27/2010
19	AMCX	104019	3/27/2010	60	AMCX	104173	3/27/2010
20	AMCX	104028	3/27/2010	61	AMCX	104174	3/27/2010
21	AMCX	104030	3/27/2010	62	AMCX	107889	3/27/2010
22	AMCX	104031	3/27/2010	63	AMCX	107893	3/27/2010
23	AMCX	104039	3/27/2010	64	AMCX	107900	3/27/2010
24	AMCX	104040	3/27/2010	65	AMCX	107906	3/27/2010
25	AMCX	104046	3/27/2010	66	AMCX	107912	3/27/2010
26	AMCX	104047	3/27/2010	67	AMCX	107918	3/27/2010
27	AMCX	104050	3/27/2010	68	AMCX	107919	3/27/2010
28	AMCX	104054	3/27/2010	69	AMCX	107924	3/27/2010
29	AMCX	104056	3/27/2010	70	AMCX	104034	5/13/2010
30	AMCX	104060	3/27/2010	71	AMCX	107916	5/13/2010
31	AMCX	104065	3/27/2010	72	AMCX	107903	5/13/2010
32	AMCX	104073	3/27/2010	73	AMCX	104043	5/13/2010
33	AMCX	104081	3/27/2010	74	AMCX	104053	5/15/2010
34	AMCX	104125	3/27/2010	75	AMCX	104149	5/15/2010
35	AMCX	104127	3/27/2010	76	AMCX	104078	5/15/2010
36	AMCX	104134	3/27/2010	77	AMCX	104178	5/15/2010
37	AMCX	104137	3/27/2010	78	AMCX	104010	5/15/2010
38	AMCX	104139	3/27/2010	79	AMCX	104021	5/15/2010
39	AMCX	104145	3/27/2010	80	AMCX	104023	5/15/2010
40	AMCX	104153	3/27/2010	81	AMCX	104025	5/15/2010
41	AMCX	104156	3/27/2010	82	AMCX	104045	5/15/2010

83	AMCX	104063	5/15/2010	133	AMCX	104029	5/15/2010
84	AMCX	104131	5/15/2010	134	AMCX	104032	5/15/2010
85	AMCX	104144	5/15/2010	135	AMCX	104037	5/15/2010
86	AMCX	104162	5/15/2010	136	AMCX	104041	5/15/2010
87	AMCX	104177	5/15/2010	137	AMCX	104042	5/15/2010
88	AMCX	107866	5/15/2010	138	AMCX	104044	5/15/2010
89	AMCX	107877	5/15/2010	139	AMCX	104048	5/15/2010
90	AMCX	107886	5/15/2010	140	AMCX	104051	5/15/2010
91	AMCX	107894	5/15/2010	141	AMCX	104052	5/15/2010
92	AMCX	107895	5/15/2010	142	AMCX	104058	5/15/2010
93	AMCX	107896	5/15/2010	143	AMCX	104061	5/15/2010
94	AMCX	107905	5/15/2010	144	AMCX	104069	5/15/2010
95	AMCX	107915	5/15/2010	145	AMCX	104070	5/15/2010
96	AMCX	107921	5/15/2010	146	AMCX	104071	5/15/2010
97	AMCX	104002	5/15/2010	147	AMCX	104077	5/15/2010
98	AMCX	104011	5/15/2010	148	AMCX	104126	5/15/2010
99	AMCX	104022	5/15/2010	149	AMCX	104128	5/15/2010
100	AMCX	104036	5/15/2010	150	AMCX	104129	5/15/2010
101	AMCX	104055	5/15/2010	151	AMCX	104130	5/15/2010
102	AMCX	104062	5/15/2010	152	AMCX	104133	5/15/2010
103	AMCX	104064	5/15/2010	153	AMCX	104140	5/15/2010
104	AMCX	104132	5/15/2010	154	AMCX	104141	5/15/2010
105	AMCX	104136	5/15/2010	155	AMCX	104142	5/15/2010
106	AMCX	104147	5/15/2010	156	AMCX	104143	5/15/2010
107	AMCX	104150	5/15/2010	157	AMCX	104146	5/15/2010
108	AMCX	104152	5/15/2010	158	AMCX	104154	5/15/2010
109	AMCX	104155	5/15/2010	159	AMCX	104157	5/15/2010
110	AMCX	104169	5/15/2010	160	AMCX	104159	5/15/2010
111	AMCX	104172	5/15/2010	161	AMCX	104161	5/15/2010
112	AMCX	104176	5/15/2010	162	AMCX	104163	5/15/2010
113	AMCX	104185	5/15/2010	163	AMCX	104165	5/15/2010
114	AMCX	107875	5/15/2010	164	AMCX	104166	5/15/2010
115	AMCX	107878	5/15/2010	165	AMCX	104167	5/15/2010
116	AMCX	107880	5/15/2010	166	AMCX	104168	5/15/2010
117	AMCX	107883	5/15/2010	167	AMCX	104170	5/15/2010
118	AMCX	107887	5/15/2010	168	AMCX	104171	5/15/2010
119	AMCX	107892	5/15/2010	169	AMCX	104180	5/15/2010
120	AMCX	107899	5/15/2010	170	AMCX	104181	5/15/2010
121	AMCX	107909	5/15/2010	171	AMCX	104183	5/15/2010
122	AMCX	107913	5/15/2010	172	AMCX	104184	5/15/2010
123	AMCX	107923	5/15/2010	173	AMCX	107865	5/15/2010
124	AMCX	104004	5/15/2010	174	AMCX	107867	5/15/2010
125	AMCX	104005	5/15/2010	175	AMCX	107868	5/15/2010
126	AMCX	104012	5/15/2010	176	AMCX	107870	5/15/2010
127	AMCX	104013	5/15/2010	177	AMCX	107872	5/15/2010
128	AMCX	104017	5/15/2010	178	AMCX	107876	5/15/2010
129	AMCX	104018	5/15/2010	179	AMCX	107881	5/15/2010
130	AMCX	104020	5/15/2010	180	AMCX	107890	5/15/2010
131	AMCX	104024	5/15/2010	181	AMCX	107898	5/15/2010
132	AMCX	104026	5/15/2010	182	AMCX	107901	5/15/2010

183	AMCX	107902	5/15/2010
184	AMCX	107904	5/15/2010
185	AMCX	107908	5/15/2010
186	AMCX	107910	5/15/2010
187	AMCX	107911	5/15/2010
188	AMCX	107914	5/15/2010
189	AMCX	107917	5/15/2010
190	AMCX	107922	5/15/2010

Exhibit B

Page 1 of 2

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Recordation Number</u>
Lease of Railroad Equipment, dated as of August 1, 1989, between The Connecticut National Bank, as Lessor, and Amoco Chemical Company, as Lessee	September 13, 1989	16514-A
Amendment Agreement No. 1, dated as of September 22, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	September 27, 1989	16514-C
Amendment Agreement No. 2, dated as of December 1, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 14, 1989	16514-D
Amendment Agreement No. 3, dated as of June 15, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	June 29, 1990	16514-E
Amendment Agreement No. 4, dated as of November 1, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 4, 1990	16514-F
Conditional Sale Agreement dated as of August 1, 1989 among The Connecticut National Bank, not in its individual capacity but solely as Trustee for the Owner, Amoco Chemical Company, and Mercantile-Safe Deposit and Trust Company, as Agent	September 13, 1989	16514
Amendment Agreement No. 1, dated as of September 22, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	September 27, 1989	16514-C
Amendment Agreement No. 2, dated as of December 1, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 14, 1989	16514-D
Amendment Agreement No. 3, dated as of June 15, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	June 29, 1990	16514-E
Amendment Agreement No. 4, dated as of November 1, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 4, 1990	16514-F

Exhibit B

Page 2 of 2

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Filing Date</u>
Lease of Railroad Equipment, dated as of August 1, 1989, between The Connecticut National Bank, as Lessor, and Amoco Chemical Company, as Lessee	September 14, 1989
Amendment Agreement No. 1, dated as of September 22, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	September 28, 1989
Amendment Agreement No. 2, dated as of December 1, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 15, 1989
Amendment Agreement No. 3, dated as of June 15, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	July 3, 1990
Amendment Agreement No. 4, dated as of November 1, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 5, 1990
Conditional Sale Agreement dated as of August 1, 1989 among The Connecticut National Bank, not in its individual capacity but solely as Trustee for the Owner, Amoco Chemical Company, and Mercantile-Safe Deposit and Trust Company, as Agent	September 14, 1989
Amendment Agreement No. 1, dated as of September 22, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	September 28, 1989
Amendment Agreement No. 2, dated as of December 1, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 15, 1989
Amendment Agreement No. 3, dated as of June 15, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	July 3, 1990
Amendment Agreement No. 4, dated as of November 1, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 5, 1990